

Suzanne Henderson

FIRST AMENDMENT TO
DECLARATION OF POOLED UNIT
LEGGETT & PLATT

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Electronically Recorded
Chesapeake Operating, Inc.

STATE OF TEXAS)
)
COUNTY OF TARRANT)

KNOW ALL PERSONS BY THESE PRESENTS:

Reference is made to that Declaration of Pooled Unit for the Leggett & Platt Unit, dated April 22, 2009 recorded D209114382, records of Tarrant County, Texas. Such Declaration is incorporated herein for all purposes.

Whereas, the undersigned desires to amend said Declaration by including additional lease(s) to amend the Leggett & Platt Unit to contain 159.844 acres, as reflected in said survey and to include an Exhibit "B" describing the unit boundaries.

RECITALS

WHEREAS, each of the Leases authorizes the undersigned Lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land, lands, lease, or leases, to form a pooled unit of the size prescribed or permitted under the rules or regulations of the appropriate governmental authority for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and mineral estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned.

NOW, THEREFORE, in consideration of the foregoing premises, the mutual benefits to be derived by the parties hereto and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agree as follows:

This Declaration of Pooled Unit, Leggett & Platt, is hereby amended to include additional lease(s) to amend the Exhibit "A" and to include an Exhibit "B" describing the unit boundaries.

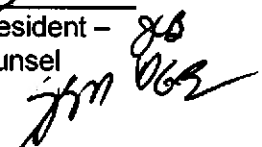
Except as amended hereby, said Declaration remains in full force and effect.

EXECUTED by the undersigned party on the respective date of acknowledgment hereof, to be effective for all purposes as of April 22, 2009.

Chesapeake Exploration, L.L.C.,
an Oklahoma limited liability company

By: 

Henry J. Hood, Senior Vice President -
Land and Legal & General Counsel

 JB
JH 062

D209253743

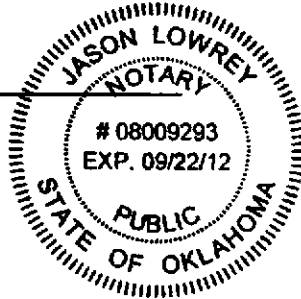
ACKNOWLEDGMENTS

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) §

This instrument was acknowledged before me on this 18th day of September, 2009, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

Jason R. Lowrey
Notary Public

My Commission Expires: _____



Attached to and made a part of that Declaration of Pooled Unit for the Leggett & Platt dated the effective date of April 22, 2009, Descriptions are, more or less, as described in the following leases insofar and only insofar as said oil and gas lease covers lands described in "Exhibit B" attached hereto.

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Exhibit "B"

Attached to and made a part of that certain Declaration of Pooled Unit – Leggett & Platt Unit effective April 22, 2009.

Leggett-Platt Unit

Being 159.844 acres of land located in the G. Hernandez Survey, Abstract No. 753, the G. Main Survey, Abstract No. 1096 and the J. Thornhill Survey, Abstract No. 1519, Tarrant County, Texas, being more particularly described as follows:

BEGINNING at a 1/2" iron rod stamped "Area" found at the south corner of said Pacific Exchange tract;

THENCE along the west line of said Pacific Exchange tract as follows:

1. N00°40'57"W, a distance of 699.48 feet to an 1/2" iron rod found;
2. S89°05'38"W, a distance of 4.92 feet to an 1/2" iron rod found;
3. N00°43'45"W, a distance of 1,010.65 feet to a 1" iron rod found at the northwest corner of said Pacific Exchange tract;

THENCE N89°16'21"E, a distance of 29.59 feet to a 1" iron rod found at the southwest corner of said Leggett-Platt tract;

THENCE N00°45'15"W, at 1,370.89 feet passing a 1" iron rod found at the common corner of said Leggett-Platt and Felix Street Properties tract, in all a distance of 2,246.42 feet to a point;

THENCE northerly, 223.74 feet along a non tangent curve to the left, having a radius of 5,778.77 feet, a central angle of 02°13'06" and a chord bearing N01°49'40"W, 223.72 feet to a point at the northwest corner of said Felix Street Properties tract;

THENCE S89°20'36"E, along the north line of said Felix Street Properties tract, a distance of 320.15 feet to a 3/4" iron rod found;

THENCE easterly, 58.31 feet along a non tangent curve to the right, having a radius of 920.00 feet, a central angle of 03°37'54" and a chord bearing S87°37'21"E, 58.30 feet to a point for the southwest corner of Tract 1 described in the deed to the City of Fort Worth (Felix Street), recorded in Volume 3028, Page 193, Deed Records, Tarrant County, Texas;

THENCE N00°29'52"E, at 206.75 feet passing the common corner of said City of Fort Worth and Surrealestate tracts, in all a distance of 284.84 feet to a point, said point being the northwest corner of said Surrealestate tract;

THENCE S89°35'03"E, along the north line of said Surrealestate tract, a distance of 751.55 feet to a point lying in the apparent centerline of Vermont Avenue;

THENCE S00°46'11"E, along said Vermont Avenue centerline, a distance of 3.81 feet to a point for the northwest corner of said Grandchildren's Trust tract;

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THENCE along the north and east lines of said Grandchildren's Trust tract as follows:

1. N89°37'10"E, a distance of 463.15 feet to a point;
2. N00°52'33"W, a distance of 127.33 feet to a point;
3. S37°04'18"E, a distance of 157.76 feet to a point;
4. S89°06'57"W, a distance of 7.89 feet to a point;
5. S34°02'25"E, a distance of 263.27 feet to a point;
6. S00°16'08"W, at 104.43 feet passing an 1/2" iron rod found at the common corner of said Grandchildren's Trust and Russell tracts, at 319.33 feet passing a PK nail found at the common corner of said Russell and Jones tracts, at 456.20 feet passing the common corner of said Jones and State of Texas tracts, in all a distance of 543.00 feet to a point at the southeast corner of said State of Texas tract;

THENCE N89°47'09"W, along the south line of said State of Texas tract, a distance of 149.45 feet to a point, said point being the northeast corner of said Graham Realty tract;

THENCE along the east lines of said Graham Realty tract as follows:

1. S00°21'24"W, a distance of 149.75 feet to a point;
2. S89°38'36"E, a distance of 150.59 feet to a point;
3. S00°04'59"W, at 472.71 feet passing a 7/8" iron rod found at the common corner of said Graham Realty and Leggett-Platt tracts, in all a distance of 664.93 feet to a Texas Department of Transportation monument found;

THENCE S05°59'59"W, a distance of 193.59 feet to a Texas Department of Transportation monument found;

THENCE S07°53'35"W, at 993.88 feet passing a Texas Department of Transportation monument found at

the common corner of said Leggett-Platt and 5054 South Freeway tract, in all a distance of 1,457.98 feet to a 5/8" iron rod found at the southeast corner of said 5054 South Freeway tract;

THENCE S08°04'19"W, a distance of 159.96 feet to a point;

THENCE southwesterly, 748.76 feet along a non tangent curve to the right, having a radius of 934.93 feet, a central angle of 45°53'11" and a chord bearing S30°50'47"W, 728.91 feet to a Texas Department of Transportation monument found;

THENCE southwesterly, 659.73 feet along a non tangent curve to the right, having a radius of 1,889.86 feet, a central angle of 20°00'05" and a chord bearing S63°46'59"W, 656.39 feet to a Texas Department of Transportation monument found;

THENCE S73°48'47"W, a distance of 488.17 feet to a Texas Department of Transportation monument found;

THENCE S75°15'59"W, a distance of 121.36 feet to the point of beginning, containing 159.844 acres of land.

The bearings recited hereon are oriented to NAD27 Texas North Central Zone.

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154